

UNITED STATES BANKRUPTCY COURT

SOUTHERN DISTRICT OF NEW YORK

In re: \_\_\_\_\_

Chapter 11 Case No.

**Lehman Brothers Holdings Inc., et al.,**

08-13555

\_\_\_\_\_  
Debtors.

**JULY 2013 POST-EFFECTIVE OPERATING REPORT**

JULY 2013

SCHEDULE OF CASH RECEIPTS AND DISBURSEMENTS

SCHEDULE OF PROFESSIONAL FEE AND EXPENSE DISBURSEMENTS

DEBTORS' ADDRESS: LEHMAN BROTHERS HOLDINGS INC.  
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NEW YORK, NY 10020

DEBTORS' ATTORNEYS: WEIL, GOTSHAL & MANGES LLP  
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REPORT PREPARER: LEHMAN BROTHERS HOLDINGS INC., AS PLAN ADMINISTRATOR

Date: August 27, 2013

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**SCHEDULE OF DEBTORS**

The following entities (the “Debtors”) filed for bankruptcy in the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”) on the dates indicated below. On December 6, 2011, the Bankruptcy Court confirmed the Modified Third Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and its Affiliated Debtors (the “Plan”). On March 6, 2012, the “Effective Date” (as defined in the Plan) occurred. The Debtors’ Chapter 11 cases remain open as of the date hereof.

	<u>Case No.</u>	<u>Date Filed</u>
Lehman Brothers Holdings Inc. (“LBHI”) .....	08-13555	9/15/2008
LB 745 LLC.....	08-13600	9/16/2008
PAMI Statler Arms LLC.....	08-13664	9/23/2008
Lehman Brothers Commodity Services Inc. (“LBCS”) .....	08-13885	10/3/2008
Lehman Brothers Special Financing Inc. (“LBSF”) .....	08-13888	10/3/2008
Lehman Brothers OTC Derivatives Inc. (“LOT”).....	08-13893	10/3/2008
Lehman Brothers Derivative Products Inc. (“LBDP”) .....	08-13899	10/5/2008
Lehman Commercial Paper Inc. (“LCPI”).....	08-13900	10/5/2008
Lehman Brothers Commercial Corporation (“LBCC”) .....	08-13901	10/5/2008
Lehman Brothers Financial Products Inc. (“LBFP”) .....	08-13902	10/5/2008
Lehman Scottish Finance L.P. ....	08-13904	10/5/2008
CES Aviation LLC .....	08-13905	10/5/2008
CES Aviation V LLC.....	08-13906	10/5/2008
CES Aviation IX LLC .....	08-13907	10/5/2008
East Dover Limited .....	08-13908	10/5/2008
Luxembourg Residential Properties Loan Finance S.a.r.l.....	09-10108	1/7/2009
BNC Mortgage LLC .....	09-10137	1/9/2009
LB Rose Ranch LLC .....	09-10560	2/9/2009
Structured Asset Securities Corporation.....	09-10558	2/9/2009
LB 2080 Kalakaua Owners LLC .....	09-12516	4/23/2009
Merit LLC .....	09-17331	12/14/2009
LB Somerset LLC.....	09-17503	12/22/2009
LB Preferred Somerset LLC.....	09-17505	12/22/2009

**The Company has established an email address to receive questions from readers regarding this presentation. The Company plans to review questions received and for those subjects which the Company determines a response would not (i) violate a confidentiality provision, (ii) place the Company in a competitive or negotiation disadvantage, or (iii) be unduly burdensome, the Company shall endeavor to post a response (maintaining the anonymity of the question origination) on the Epiq website maintained for the Company: [www.lehman-docket.com](http://www.lehman-docket.com). The Company assumes no obligation to respond to e-mail inquiries. Please email questions in clear language with document references to QUESTIONS@lehmanholdings.com.**

**LEHMAN BROTHERS HOLDINGS INC. AND OTHER DEBTORS AND DEBTOR-CONTROLLED ENTITIES**

**BASIS OF PRESENTATION  
SCHEDULE OF CASH RECEIPTS AND DISBURSEMENTS  
JULY 1, 2013 – JULY 31, 2013**

The information and data included in this July 2013 Post-Effective Operating Report (the “Operating Report”) are derived from sources available to Lehman Brothers Holdings Inc. (“LBHI”), as Plan Administrator, and its Controlled Entities (collectively, the “Company”). The term “Controlled Entities” refers to those entities that are directly or indirectly controlled by LBHI, and excludes, among others, those entities that are under separate administrations in the United States or abroad. In June 2013, Aurora Commercial Corp. (“ACC”) (formerly known as Aurora Bank FSB) surrendered its federal saving bank charter and, as a result, ACC is no longer a regulated entity. The cash and related cash activities of ACC are now included as part of the cash and investment balances herein. LBHI and certain of its Controlled Entities filed for protection under Chapter 11 of the Bankruptcy Code, and those entities are referred to herein as the “Debtors”. The Debtors’ Chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure. LBHI has prepared this Operating Report, which includes certain information as required by the Office of the US Trustee, based on the information available to LBHI at this time, but notes that such information may be incomplete and may be materially deficient in certain respects. This Operating Report is not meant to be relied upon as a complete description of the Debtors, their business, condition (financial or otherwise), results of operations, prospects, assets or liabilities. LBHI reserves all rights to revise this report.

**Other items:**

1. This Operating Report is not prepared in accordance with U.S. generally accepted accounting principles (GAAP), is not audited and will not be subject to audit or review by the Company’s external auditors at any time in the future. Cash balances and activity denominated in foreign currencies have been converted to US Dollars.
2. Beginning and ending balances include demand deposits, interest-bearing deposits with banks, U.S. and foreign money-market funds, U.S. government obligations, U.S. government guaranteed securities, investment grade corporate bonds and commercial paper, and AAA-rated asset-backed securities secured by auto loans and credit card receivables.
3. Beginning and ending cash balances are based on preliminary closing numbers and are subject to adjustment.
4. Beginning and ending cash and investment balances exclude the following:
  - Cash posted as collateral for hedging activity; and
  - Cash held at real estate owned properties or at third party real estate managers.

5. Restricted cash balances are based on preliminary estimates and are comprised of the following items as of July 31, 2013:

(\$ in millions)	Debtors					Debtor- Controlled Entities	Total Debtors and Debtor- Controlled Entities
	LBHI	LBSF	LCPI	Other	Total		
Reserves for Claims:							
Disputed unsecured claims <sup>(1)</sup>	\$ 2,108	\$ 2,528	\$ 28	\$ 1,219	\$ 5,883	\$ -	\$ 5,883
Priority tax claims	2,198	117	0	5	2,320	-	2,320
Distributions on Allowed Claims (not remitted) <sup>(2)</sup>	170	55	220	3	449	-	449
Secured, Admin, Priority Claims and Other <sup>(3)</sup>	1,340	14	80	23	1,456	-	1,456
Subtotal, Claims Reserves	5,816	2,714	328	1,249	10,107	-	10,107
Cash pledged to JPMorgan (CDA) <sup>(4)</sup>	316	-	-	-	316	-	316
Citigroup and HSBC <sup>(5)</sup>	2,039	-	-	-	2,039	-	2,039
LB Bancorp <sup>(6)</sup>	-	-	-	-	-	27	27
Other <sup>(7)</sup>	167	1	53	63	284	41	325
<b>Total</b>	<b>\$ 8,338</b>	<b>\$ 2,714</b>	<b>\$ 381</b>	<b>\$ 1,312</b>	<b>\$ 12,746</b>	<b>\$ 68</b>	<b>\$ 12,814</b>

Totals may not foot due to rounding.

- (1) Represents the cash reserve for disputed unsecured claims after the third Plan distribution on April 4, 2013.
- (2) Represents unpaid Plan distributions to holders of Allowed Claims of approximately \$372 million for distributions held pending resolution of various items described in settlement agreements with certain Non-Controlled Affiliates and approximately \$77 million related to (i) claimants who failed to submit the proper taxpayer identification number forms and/or Office of Foreign Asset Control (“OFAC”) forms and (ii) resolution of other open items.
- (3) Includes approximately \$1.2 billion reserved at LBHI for a disputed claim of the Federal Home Loan Mortgage Corporation that was asserted with priority status, \$186 million related to post-petition intercompany payables, \$19 million related to disputed secured claims, \$4 million related to administrative claims and \$42 million related to other administrative activities and other.
- (4) Represents \$316 million of cash deposited into accounts by LBHI and pledged to JPMorgan (and its affiliates, “JPM”) pursuant to paragraph 6(b) of the Collateral Disposition Agreement (“CDA”) with JPM effective March 31, 2010; related to, but not limited to, clearance exposures and derivative exposures pending resolution of these items.
- (5) Represents cash deposited on or prior to September 15, 2008 by the Company in connection with certain requests and/or documents executed by the Company and Citibank N.A. of approximately \$2 billion and HSBC Bank PLC of \$31 million, including interest earned thereon. The Company is in discussion with HSBC Bank and commenced litigation against Citigroup regarding these deposits, among other things.
- (6) Represents cash at Lehman Brothers Bancorp Inc. (“LBB”), formerly a savings and loan holding company, related to certain guarantee agreements entered into by LBB in connection with various Aurora Commercial Corp. asset sales.
- (7) Other includes (i) various pre-petition balances on administrative hold by certain financial institutions of \$98 million; (ii) asserted misdirected wires and other cash received by LBHI for the benefit of third parties and Non-Controlled Affiliates of approximately \$68 million; (iii) cash collected by LCPI on behalf of a third party of \$49 million related to a loan participation agreement; (iv) cash collected by LOTC from

Lehman Brothers Inc. ("LBI") of \$38 million and held as restricted to counterparties until resolved; and  
(v) other miscellaneous items of \$72 million.

Restricted cash balances herein do not include other cash reserves required for operating expenses, asset preservation and other commitments (e.g. unfunded loans or anticipated investments).

**LEHMAN BROTHERS HOLDINGS INC. and other Debtors and Debtor-Controlled Entities**  
**Summary Schedule of Cash Receipts and Disbursements**  
**July 1, 2013 - July 31, 2013**

Unaudited (\$ in millions, foreign currencies reflected in USD equivalents)

	Debtors					Debtor-Controlled Entities			Total Debtors and Debtor- Controlled Entities
	LBHI	LBSF	LCPI	Other	Total	LB I Group	Other	Total	
<b>Beginning Free Cash and Investments (7/1/13)</b>	<b>\$ 4,708</b>	<b>\$ 674</b>	<b>\$ 1,618</b>	<b>\$ 1,713</b>	<b>\$ 8,713</b>	<b>\$ 205</b>	<b>\$ 1,984</b>	<b>\$ 2,189</b>	<b>\$ 10,902</b>
Restricted Cash	8,540	2,714	380	1,328	12,962	12	53	65	13,026
<b>Beginning Total Cash and Investments</b>	<b>13,248</b>	<b>3,388</b>	<b>1,998</b>	<b>3,040</b>	<b>21,674</b>	<b>216</b>	<b>2,037</b>	<b>2,254</b>	<b>23,928</b>
<b>Sources of Cash</b>									
Commercial Real Estate	31	-	8	0	39	-	203	203	243
Loans (Corporate and Residential)	30	-	24	-	54	-	12	12	67
Private Equity / Principal Investing	88	-	0	-	88	55	4	59	147
Derivatives	2	105	-	44	151	-	-	-	151
Receipts from Affiliates	162	-	-	10	172	-	0	0	172
Other	2	1	15	1	19	0	12	12	31
<b>Total Sources of Cash</b>	<b>316</b>	<b>106</b>	<b>46</b>	<b>54</b>	<b>524</b>	<b>55</b>	<b>232</b>	<b>287</b>	<b>811</b>
<b>Uses of Cash</b>									
Non-Operating									
Commercial Real Estate	(0)	-	(0)	-	(0)	-	(2)	(2)	(2)
Loans (Corporate and Residential)	(0)	-	(36)	-	(36)	-	-	-	(36)
Private Equity / Principal Investing	(0)	-	-	-	(0)	(0)	(0)	(0)	(1)
Payments to Creditors	(31)	-	-	(8)	(39)	-	(6)	(6)	(45)
Other	-	-	-	(0)	(0)	-	(1)	(1)	(1)
Operating Expenses	(27)	(0)	(0)	(0)	(27)	(0)	(9)	(9)	(37)
<b>Total Uses of Cash</b>	<b>(58)</b>	<b>(0)</b>	<b>(36)</b>	<b>(9)</b>	<b>(103)</b>	<b>(1)</b>	<b>(18)</b>	<b>(19)</b>	<b>(122)</b>
<b>Net Cash Flow</b>	<b>258</b>	<b>106</b>	<b>10</b>	<b>46</b>	<b>421</b>	<b>54</b>	<b>214</b>	<b>268</b>	<b>689</b>
Inter-Company Transfers, Net	61	1	7	41	110	(174)	63	(111)	(0)
Transfers from (to) Securitization Trustee	85	-	(1)	-	84	-	-	-	84
Loan Agencies, Net	(1)	-	1	-	(0)	-	-	-	(0)
FX Fluctuation	1	0	0	0	2	0	1	1	3
<b>Ending Total Cash and Investments</b>	<b>13,652</b>	<b>3,495</b>	<b>2,016</b>	<b>3,127</b>	<b>22,291</b>	<b>97</b>	<b>2,315</b>	<b>2,412</b>	<b>24,703</b>
Restricted Cash	(8,338)	(2,714)	(381)	(1,312)	(12,746)	(12)	(56)	(68)	(12,814)
<b>Ending Free Cash and Investments (7/31/13)</b>	<b>\$ 5,314</b>	<b>\$ 781</b>	<b>\$ 1,635</b>	<b>\$ 1,815</b>	<b>\$ 9,545</b>	<b>\$ 84</b>	<b>\$ 2,260</b>	<b>\$ 2,344</b>	<b>\$ 11,889</b>

All values that are exactly zero are shown as "-". Values between zero and \$0.5 million appear as "0".  
Totals may not foot due to rounding.

**LEHMAN BROTHERS HOLDINGS INC. and other Debtors and Debtor-Controlled Entities**  
**Schedule of Cash Receipts and Disbursements**  
**July 1, 2013 - July 31, 2013**

Unaudited (\$ in millions, foreign currencies reflected in USD equivalents)

		Debtors				Debtor-Controlled Entities <sup>(a)</sup>			Total Debtors and Debtor- Controlled Entities	
		LBHI	LBSF	LCPI	Other	Total	LB I Group	Other	Total	
Beginning Free Cash and Investments (7/1/13)		\$ 4,708	\$ 674	\$ 1,618	\$ 1,713	\$ 8,713	\$ 205	\$ 1,984	\$ 2,189	\$ 10,902
Restricted Cash		8,540	2,714	380	1,328	12,962	12	53	65	13,026
Beginning Total Cash and Investments		13,248	3,388	1,998	3,040	21,674	216	2,037	2,254	23,928
Sources of Cash										
Commercial Real Estate										
Principal	(b)	31	-	5	0	35	-	203	203	238
Interest		1	-	3	-	4	-	1	1	4
Loans (Corporate and Residential)										
Principal	(c)	27	-	22	-	49	-	11	11	60
Interest		3	-	2	-	5	-	2	2	7
Private Equity / Principal Investing										
Principal	(d)	84	-	-	-	84	55	4	59	143
Interest and Dividends		4	-	0	-	4	-	-	-	4
Derivatives										
Return / (Posting) of Hedging Collateral, net		-	5	-	-	5	-	-	-	5
Collections from Live / Terminated Trades	(e)	2	100	-	44	146	-	-	-	146
Other		-	0	-	0	1	-	-	-	1
Receipts from Affiliates										
Distributions from Non-Controlled Affiliates	(f)	162	-	-	10	172	-	0	0	172
Other										
Other	(g)	2	1	15	1	19	0	12	12	31
Total Sources of Cash		316	106	46	54	524	55	232	287	811

All values that are exactly zero are shown as "-". Values between zero and \$0.5 million appear as "0".  
Totals may not foot due to rounding.



**LEHMAN BROTHERS HOLDINGS INC. and other Debtors and Debtor-Controlled Entities**  
**Schedule of Cash Receipts and Disbursements**  
**July 1, 2013 - July 31, 2013**

Unaudited (\$ in millions, foreign currencies reflected in USD equivalents)

		Debtors				Debtor-Controlled Entities			Total Debtors and Debtor-Controlled Entities
		LBHI	LBSF	LCPI	Other	Total	LB I Group	Other	Total
Uses of Cash									
Non-Operating									
Commercial Real Estate									
Preservation of Assets		(0)	-	(0)	-	(0)	-	(2)	(2)
Loans (Corporate and Residential)									
Preservation of Assets		(0)	-	(36)	-	(36)	-	-	(36)
Private Equity / Principal Investing									
Capital Calls		(0)	-	-	-	(0)	(0)	(0)	(0)
Payments to Creditors									
Payments to Creditors		(28)	-	-	(8)	(37)	-	-	(37)
Payments to Creditors - Non Controlled Affiliates		(2)	-	-	-	(2)	-	(6)	(8)
Other									
Other		-	-	-	(0)	(0)	-	(1)	(1)
Operating Expenses	(h)								
Compensation and Benefits	(i)	(10)	-	-	-	(10)	-	(3)	(13)
Professional Fees		(13)	-	(0)	(0)	(13)	(0)	(3)	(16)
Other	(j)	(4)	(0)	(0)	(0)	(5)	(0)	(3)	(8)
Total Uses of Cash		(58)	(0)	(36)	(9)	(103)	(1)	(18)	(122)
Net Cash Flow		258	106	10	46	421	54	214	689
Inter-Company Receipts	(k)	230	2	31	49	312	9	102	423
Inter-Company Disbursements	(k)	(168)	(2)	(24)	(8)	(202)	(183)	(39)	(424)
Transfers from (to) Securitization Trustee	(l)	85	-	(1)	-	84	-	-	84
Loan Agencies, Net		(1)	-	1	-	(0)	-	-	(0)
FX Fluctuation		1	0	0	0	2	0	1	3
Ending Total Cash and Investments	(m)	13,652	3,495	2,016	3,127	22,291	97	2,315	24,703
Restricted Cash	(n)	(8,338)	(2,714)	(381)	(1,312)	(12,746)	(12)	(56)	(12,814)
Ending Free Cash and Investments (7/31/13)		\$ 5,314	\$ 781	\$ 1,635	\$ 1,815	\$ 9,545	\$ 84	\$ 2,260	\$ 11,889

All values that are exactly zero are shown as "-". Values between zero and \$0.5 million appear as "0".

**LEHMAN BROTHERS HOLDINGS INC. and other Debtors and Debtor-Controlled Entities**  
**Schedule of Cash Receipts and Disbursements**  
**July 1, 2013 - July 31, 2013**

Unaudited (\$)

**Notes:**

- (a) The Beginning Total Cash and Investments in Debtor-Controlled Entities - Other was adjusted to reflect the inclusion of Aurora Commercial Corp. cash balance of approximately \$256 million as of June 30, 2013.
- (b) Primarily includes cash received from asset sales related to Commercial Real Estate assets, including approximately \$27 million and \$100 million collected by LBHI and PAMI Holdings LLC, a Debtor-Controlled Entity, respectively, from the sale of the 425 Park Avenue position.
- (c) Cash collections primarily reflect cash received from sales, matured loans and principal paydowns related to Corporate and Residential Loan assets.
- (d) Cash collections primarily relate to monetization of GP and LP stakes in private equity and hedge funds.
- (e) Cash collections primarily include proceeds from the sale of securities received from the LBI Settlement and collections on live and terminated trades.
- (f) Distributions from Non-Controlled Affiliates include distributions from (i) Lehman Brothers Commercial Corp. Asia Ltd of \$101 million and \$10 million to LBHI and LBCC, respectively, and (ii) Lehman Brothers International (Europe) ("LBIE") of \$61 million to LBHI.
- (g) Other cash collections include interest of approximately \$5 million, fluctuations related to the net return / (posting) of collateral for foreign currency hedging and other miscellaneous assets sales and recoveries.
- (h) A portion of the Operating Expenses paid by LBHI is subject to allocations to, and reimbursement from, various Controlled Entities.
- (i) Compensation and Benefits includes Company's employee expenses as well as fees paid to Alvarez & Marsal (A&M).
- (j) Operating Expenses - Other includes expenses related to outsourced services, IT, occupancy, taxes, insurance and other general administrative items.
- (k) Inter-Company Receipts and Disbursements primarily include partial repayments on intercompany balances, settlement of costs allocation and other administrative activities.
- (l) Transfers from (to) Securitization Trustee primarily reflect cash receipts for paydowns and interest on the Verano notes (paid quarterly by the Trustee).
- (m) Ending Total Cash and Investments for Debtor-Controlled Entities - Other includes \$489 million of cash balances at Controlled Entities in Asia.
- (n) The decrease in LBHI restricted cash relates to (i) the transfer of \$136 million to Debtors and Debtor-Controlled Entities for cash collected in June 2013 from LBIE, and (ii) the release of \$66 million related to securities transferred to LBHI under the CDA with JPM.

**LEHMAN BROTHERS HOLDINGS INC. AND OTHER DEBTORS AND DEBTOR-CONTROLLED ENTITIES****BASIS OF PRESENTATION  
SCHEDULE OF PROFESSIONAL FEE AND EXPENSE DISBURSEMENTS  
JULY 1, 2013 – JULY 31, 2013**

The information and data included in this July 2013 Post-Effective Operating Report (the “Operating Report”) are derived from sources available to Lehman Brothers Holdings Inc. (“LBHI”), as Plan Administrator and its Controlled Entities (collectively, the “Company”). The term “Controlled Entities” refers to those entities that are directly or indirectly controlled by LBHI, and excludes, among others, those entities that are under separate administrations in the United States or abroad. LBHI and certain of its Controlled Entities had filed for protection under Chapter 11 of the Bankruptcy Code, and those entities are referred to herein as the “Debtors”. The Debtors’ Chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure. LBHI has prepared this Operating Report, including certain information as required by the Office of the United States Trustee, based on the information available to LBHI at this time, but note that such information may be incomplete and may be materially deficient in certain respects. This Operating Report is not meant to be relied upon as a complete description of the Debtors, their business, condition (financial or otherwise), results of operations, prospects, assets or liabilities. LBHI reserves all rights to revise this report.

1. This Operating Report is not prepared in accordance with U.S. generally accepted accounting principles (GAAP), is not audited and will not be subject to audit or review by the Company’s external auditors at any time in the future.
2. The professional fee disbursements presented in this report reflect the date of actual cash payments to professional service providers. The Company has incurred additional professional fee expenses during the reporting period that will be reflected in future Operating Reports as cash payments are made to providers.
3. The professional fee disbursements presented in this report have primarily been paid by LBHI; a portion of these fees have been and will be allocated to Debtors and certain Controlled Entities based on the dedicated costs associated with each entity and an allocation methodology.
4. This Operating Report includes disbursements for services rendered on or prior to March 6, 2012 (“Pre-Effective Date”) and subsequent to March 6, 2012 (“Post-Effective Date”). Professional fees incurred Post- Effective Date are paid in accordance with the terms of the engagement of each professional as agreed to with LBHI, as Plan Administrator.

LEHMAN BROTHERS HOLDINGS INC. and Other Debtors and Other Controlled Entities  
Schedule of Professional Fee and Expense Disbursements  
July 2013

Unaudited (\$ in thousands)

		July-2013	Year-to-date
		\$	\$
Alvarez & Marsal LLC	Interim Management	4,079	31,224
<b>Post-Effective Date Professional Fees</b>			
Bickel & Brewer	Special Counsel - Real Estate	3,044 (a)	5,458
Bingham McCutchen LLP	Special Counsel - Tax	-	2,977
Curtis, Mallet-Prevost, Colt & Mosle LLP	Conflicts and Litigation Counsel	460	3,203
Dechert LLP	Special Counsel - Real Estate	71 (a)	1,762
Epiq Bankruptcy Solutions LLC	Claims Management and Noticing Agent	-	3,342
FTI Consulting Inc.	Financial Advisor - Creditors & Tax	1	1,471
Houlihan Lokey Howard & Zukin Capital Inc.	Investment Banking Advisor	-	109
Jones Day	Special Counsel - Asia and Domestic Litigation	723	2,256
Milbank Tweed Hadley & McCloy LLP	Lead Counsel - Creditors	910 (a)	3,434
Pachulski Stang Ziehl & Jones	Special Counsel - Real Estate	-	1,500
Paul, Hastings, Janofsky & Walker LLP	Special Counsel - Real Estate	260 (a)	1,820
Quinn Emanuel Urquhart Oliver & Hedges LLP	UCC Litigation Committee and Litigation Counsel	1,336 (a)	2,618
Reilly Pozner LLP	Special Counsel - Mortgage Litigation and Claims	1	1,013
Skadden, Arps, Slate, Meagher & Flom LLP	Board of Directors Counsel	155 (a)	1,223
Weil Gotshal & Manges LLP	Lead Counsel - Debtors	55	30,383
Wollmuth Maher & Deutsch LLP	Special Counsel - Derivatives	151	774
US Trustee Quarterly Fees		285	607
Other Professionals - Legal	Various	5,652 (b)	24,656
Other Professionals - Non-Legal	Various	2,288 (b)	8,836
Other Professionals - Asia	Various	208	1,965
Sub-total Post-Effective Professional Fees		15,600	99,409
<b>Total Post-Effective Date Professional Fees</b>		<b>19,678</b>	<b>130,633</b>
Alvarez & Marsal LLC	Incentive fees	-	16,994 (c)
Houlihan Lokey Howard & Zukin Capital Inc.	Incentive fees	-	3,398 (c)
<b>Total Incentive Fees</b>		<b>-</b>	<b>20,392</b>
The Bank of NY Mellon		-	4,580 (d)
Elliott Management Corp.		-	2,516 (d)
Mizuho Corporate Bank, Ltd.		-	2,881 (d)
The Vanguard Group		-	1,367 (d)
US Bank National Association		-	2,997 (d)
Wilmington Trust Company		-	11,622 (d)
Shinsei Bank, Limited		-	73 (d)
<b>Total UCC Members and Indenture Trustee Fees and Expenses</b>		<b>-</b>	<b>26,037</b>
<b>Total Pre-Effective Professional Fees</b>		<b>-</b>	<b>2,342</b>
<b>Total Pre and Post-Effective Date and Incentive Professional Fees</b>		<b>\$ 19,678</b>	<b>\$ 179,404</b>

(a) Reflects professional fees incurred for multiple months.

(b) Includes disbursements to over 100 vendors of which the majority of these payments were less than \$150,000 and approximately \$3 million in professional fees related to ACC.

(c) Reflects incentive fees related to the Third Distribution to holders of Allowed Claims. Refer to Docket No. 32470 and Docket No. 32155 for additional information on Alvarez & Marsal and Houlihan Lokey incentive fees, respectively.

(d) Reflects professional fees approved by the Bankruptcy Court in connection with omnibus application of individual members of UCC and indenture trustees [Docket No. 37674].